

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11 Case No.

**Lehman Brothers Holdings Inc., et al.,**

08-13555

Debtors.

**JUNE 2019 POST-EFFECTIVE OPERATING REPORT**

JUNE 1, 2019 – JUNE 30, 2019

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**

DEBTORS' ADDRESS: LEHMAN BROTHERS HOLDINGS INC.  
c/o KRISTINE DICKSON  
CHIEF FINANCIAL OFFICER  
277 PARK AVENUE  
46th FLOOR  
NEW YORK, NY 10172

DEBTORS' ATTORNEYS: WEIL, GOTSHAL & MANGES LLP  
c/o JACQUELINE MARCUS, GARRETT A. FAIL  
767 FIFTH AVENUE  
NEW YORK, NY 10153

REPORT PREPARER: LEHMAN BROTHERS HOLDINGS INC., AS PLAN ADMINISTRATOR

Date: **July 30, 2019**

**SCHEDULE OF DEBTORS**

The twenty three entities listed below (the “Debtors”) filed for bankruptcy in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on the dates indicated below. On December 6, 2011, the Bankruptcy Court confirmed the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”). On March 6, 2012, the “Effective Date” (as defined in the Plan) occurred. As of the date hereof, the following Debtors’ chapter 11 cases remain open:

	<b>Case No.</b>	<b>Date Filed  (“Commencement  Date”)</b>
Lehman Brothers Holdings Inc. (“LBHI”) .....	08-13555	9/15/2008
Lehman Brothers Special Financing Inc. (“LBSF”) .....	08-13888	10/3/2008
Lehman Brothers OTC Derivatives Inc. (“LOT”).....	08-13893	10/3/2008
Lehman Commercial Paper Inc. (“LCPI”).....	08-13900	10/5/2008
BNC Mortgage LLC .....	09-10137	1/9/2009

The following Debtors’ chapter 11 cases were closed in 2016, 2018 and 2019, pursuant to final decrees entered by the Bankruptcy Court (Docket No. 51920, No. 54163, No. 58257, and No. 59472):

	<b>Case No.</b>	<b>Date Filed</b>	<b>Date Closed</b>
LB 745 LLC.....	08-13600	9/16/2008	1/28/2016
PAMI Statler Arms LLC.....	08-13664	9/23/2008	1/28/2016
CES Aviation LLC .....	08-13905	10/5/2008	1/28/2016
CES Aviation V LLC.....	08-13906	10/5/2008	1/28/2016
CES Aviation IX LLC .....	08-13907	10/5/2008	1/28/2016
LB 2080 Kalakaua Owners LLC .....	09-12516	4/23/2009	1/28/2016
LB Somerset LLC .....	09-17503	12/22/2009	1/28/2016
LB Preferred Somerset LLC .....	09-17505	12/22/2009	1/28/2016
East Dover Limited.....	08-13908	10/5/2008	12/15/2016
Luxembourg Residential Properties Loan Finance S.a.r.l.....	09-10108	1/7/2009	12/15/2016
Merit LLC.....	09-17331	12/14/2009	12/15/2016
Lehman Brothers Derivative Products Inc. (“LBDP”) .....	08-13899	10/5/2008	06/14/2018
Lehman Brothers Financial Products Inc. (“LBFP”) .....	08-13902	10/5/2008	06/14/2018
Lehman Scottish Finance L.P. ....	08-13904	10/5/2008	06/14/2018
LB Rose Ranch LLC .....	09-10560	2/9/2009	06/14/2018
Lehman Brothers Commodity Services Inc. (“LBCS”).....	08-13885	10/3/2008	02/11/2019
Lehman Brothers Commercial Corporation (“LBCC”).....	08-13901	10/5/2008	02/11/2019
Structured Asset Securities Corporation.....	09-10558	2/9/2009	02/11/2019

The Company has established an email address to receive questions from readers regarding its financial disclosures. The Company plans to review questions received, and for those subjects which the Company determines a response would not (i) violate a confidentiality provision, (ii) place the Company in a competitive or negotiation disadvantage, or (iii) be unduly burdensome relative to the value of information requested, the Company shall endeavor to post a response (maintaining the anonymity of the originators of the questions). The Company assumes no obligation to respond to email inquiries.

**Please email questions, with document references as relevant, to:**

**[QUESTIONS@lehmanholdings.com](mailto:QUESTIONS@lehmanholdings.com)**

**The Company’s previously posted responses can be found on the Epiq website maintained for the Company:**

**[www.lehman-docket.com](http://www.lehman-docket.com) under the Key Documents tab and the Responses to Questions Submitted category**

**LEHMAN BROTHERS HOLDINGS INC. AND OTHER DEBTORS AND DEBTOR-CONTROLLED ENTITIES**

**BASIS OF PRESENTATION  
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS  
JUNE 1, 2019 – JUNE 30, 2019**

The information and data included in this June 2019 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to LBHI, as Plan Administrator, and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad. LBHI and certain of its Controlled Entities filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, which includes certain information as required by the Office of the US Trustee, based on the information available to LBHI at this time, but notes that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

**Other items:**

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future. Cash balances and activity denominated in foreign currencies have been converted to US Dollars.
2. Beginning and ending balances include demand deposits, interest-bearing deposits with banks, U.S. money-market funds, U.S. government obligations, and investment grade corporate bonds and commercial paper.
3. Beginning and ending cash balances are based on preliminary closing numbers and are subject to adjustment.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities

Pg 4 of 5

## Schedule of Cash Receipts and Disbursements

June 1, 2019 - June 30, 2019

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

			Debtors			Debtor-Controlled	Total Debtors and							
			LCPI	Other	Total	Entities	Debtor-Controlled							
						Total	Entities							
Beginning Free Cash and Investments (06/01/19)	\$	100	\$	11	\$	0	\$	9	\$	120	\$	41	\$	161
Sources of Cash														
Financial Instruments		11	3	-	-	14	0	14						
Receipts from Affiliates	(a)	396	0	-	-	396	-	396						
Other		7	-	-	-	7	2	9						
Total Sources of Cash		414	3	-	-	417	2	419						
Uses of Cash														
Non-Operating		(0)	(0)	-	-	(0)	-	(0)						
Operating Expenses	(b)	(4)	(0)	(0)	(0)	(4)	(0)	(4)						
Total Uses of Cash		(4)	(0)	(0)	(0)	(4)	(0)	(4)						
Total Cash From Operations		410	3	(0)	(0)	413	2	415						
Post-Petition Inter-Company Receipts		0	-	-	0	0	0	0						
Dividend Receipts		-	-	-	-	-	2	2						
Total Inter-Company Transfers Receipts		0	-	-	0	0	2	2						
Post-Petition Inter-Company Disbursements		(0)	-	-	-	(0)	(0)	(0)						
Dividend Disbursements		-	-	-	-	-	(2)	(2)						
Total Inter-Company Transfers Disbursements		(0)	-	-	-	(0)	(2)	(2)						
Reclass from/(to) Restricted Cash		4	1	(0)	1	6	0	6						
Net changes in Free Cash and Investments		414	4	0	1	419	2	421						
Ending Free Cash and Investments (06/30/19)		514	16	0	10	539	43	583						
Beginning Restricted Cash (06/01/19)		177	17	4	3	200	22	222						
Distributions on Allowed Claims (not remitted)		-	-	-	(1)	(1)	-	(1)						
Operating Expenses and Incentive Fees		(4)	(1)	(1)	(0)	(6)	(0)	(6)						
Other		(0)	(0)	1	0	1	(0)	1						
Net Changes in Restricted Cash		(4)	(1)	0	(1)	(6)	(0)	(6)						
Ending Restricted Cash (06/30/19)		173	16	4	2	194	22	216						
Beginning Total Cash and Investments (06/01/19)		276	28	4	12	321	63	384						
Net changes in Free Cash and Investments		414	4	0	1	419	2	421						
Net changes in Restricted Cash		(4)	(1)	0	(1)	(6)	(0)	(6)						
Ending Total Cash and Investments (06/30/19)	\$	687	\$	31	\$	4	\$	12	\$	734	\$	65	\$	799

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".  
Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities  
Schedule of Cash Receipts and Disbursements  
June 1, 2019 - June 30, 2019

Unaudited (\$)

**Notes:**

- (a) Receipts from Affiliates primarily include distributions from Lehman Brothers Finance S.A.
- (b) A portion of the Operating Expenses paid by LBHI is subject to allocations to, and reimbursement from, various Debtors and Debtor-Controlled Entities.